

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
Tel: 212-373-3000
Fax: 212-757-3990
Paul M. Basta
Kelley A. Cornish
Lewis R. Clayton
Robert A. Britton

Counsel for the Former Restructuring Sub-Committee of the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	: Chapter 11
	:
SEARS HOLDINGS CORPORATION	: Case No. 18-23538 (SHL)
	:
Liquidating Debtor.¹	:
	:
-----X	

**CERTIFICATE OF NO OBJECTION REGARDING THE SECOND FINAL FEE
APPLICATION OF PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP**

Pursuant to 28 U.S.C. § 1746 and in accordance with this Court’s case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 [ECF No. 405] (the “Amended Case Management Order”), the undersigned hereby certifies as follows:

1. On December 13, 2022, the *Second Final Fee Application of Paul, Weiss, Rifkind, Wharton & Garrison LLP, Attorneys for the Debtors, for the Period From August*

¹ On January 11, 2023, the Court entered the *Order (I) Entering Final Decree Closing Certain of the Chapter 11 Cases and (II) Granting Related Relief* [ECF No. 10776], closing the affiliated chapter 11 cases and directing that all motions, notices, and other pleadings relating to any of the affiliated debtors be filed in this case. The location of the Liquidating Trustee is c/o M3 Advisory Partners, LP, 1700 Broadway, 19th Floor, New York, New York 10019.

1, 2022 Through and Including October 29, 2022 [ECF No. 10755] (“Paul, Weiss’s Final Fee Application”) was filed on the docket.

2. On December 16, 2022, a notice of hearing regarding Paul, Weiss’s Final Fee Application was filed [ECF No. 10760] (the “Notice of Hearing”).

3. Paul, Weiss’s Final Fee Application and Notice of Hearing were served as reflected in the Affidavits of Service filed by Kroll Restructuring Administration LLC on December 30 and December 31, 2022, respectively [ECF Nos. 10770, 10772].

4. Pursuant to the Notice of Hearing, the deadline for parties to object or file responses to Paul, Weiss’s Final Fee Application was January 11, 2023 at 4:00 p.m. (Eastern Time) (the “Objection Deadline”).

5. The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

6. As of the filing of this certificate, more than 48 hours have elapsed since the Objection Deadline, and the undersigned counsel hereby certifies that as of the date hereof, no objection or other response to Paul, Weiss’s Final Fee Application has been filed or served.

7. Accordingly, the undersigned counsel respectfully requests entry of the Proposed Order, attached hereto as Exhibit A, in accordance with the procedures described in the Amended Case Management Order.

Dated: January 17, 2023

/s/ Robert A. Britton

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WHARTON & GARRISON LLP
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New York, New York 10019
Tel: (212) 373-3000
Fax: (212) 757-3990
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*Counsel for the Former Restructuring Sub-
Committee of the Debtors*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	: Chapter 11
	:
SEARS HOLDINGS CORPORATION	: Case No. 18-23538 (SHL)
	:
Liquidating Debtor.¹	:
	:
-----X	

**ORDER GRANTING PAUL, WEISS, RIFKIND,
WHARTON & GARRISON LLP’S APPLICATION FOR FINAL
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the *Second Final Fee Application of Paul, Weiss, Rifkind, Wharton & Garrison LLP, Attorneys for the Debtors, for the Period From August 1, 2022 Through and Including October 29, 2022* [ECF No. 10755] (the “Application”) for entry of an order, pursuant to sections 330(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016, for final allowance of compensation in the amount of \$60,539.50 for professional services performed and reimbursement of actual and necessary expenses incurred in the amount of \$312.91 by Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) on behalf of the Debtors and Debtors in Possession, Acting at the Direction of the Restructuring Sub-Committee, during the period from August 1, 2022 through and including October 29, 2022 (the “Fee Period”); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Application and the relief

¹ On January 11, 2023, the Court entered the *Order (I) Entering Final Decree Closing Certain of the Chapter 11 Cases and (II) Granting Related Relief* [ECF No. 10776], closing the affiliated chapter 11 cases and directing that all motions, notices, and other pleadings relating to any of the affiliated debtors be filed in this case. The location of the Liquidating Trustee is c/o M3 Advisory Partners, LP, 1700 Broadway, 19th Floor, New York, New York 10019.

requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application and the deadline for filing objections to the relief requested therein having been provided; and due consideration given that responses or objections have not been made; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is granted on a final basis under 11 U.S.C. §§ 328 and 330 as set forth in **Schedule A** and **Schedule B** attached hereto.

2. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: January __, 2023
White Plains, New York

THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

Schedule A

Case No. 18-23538 (SHL)
In re Sears Holdings Corporation

Final Fee Application

(1) Applicant	(2) Application Date and Docket No.	(3) Fee Period	(4) Fees Requested	(5) Fees Allowed	(6) Fees to be Paid Under Order ²	(7) Expenses Requested	(8) Expenses Allowed	(9) Expenses to be Paid Under Order ³
Paul, Weiss, Rifkind, Wharton & Garrison LLP	December 13, 2022 ECF No. 10755	08/01/22– 10/29/22	\$60,539.50	\$60,539.50	\$60,539.50	\$312.91	\$312.91	\$312.91

Date Order Signed:
Initials:

² Subject to amounts previously paid by the Debtors.

³ *Id.*

Schedule B

Case No. 18-23538 (SHL)
In re Sears Holdings Corporation

(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid
Paul, Weiss, Rifkind, Wharton & Garrison LLP	\$20,027,243.00	\$20,027,243.00	\$2,026,508.15	\$2,026,508.15

Date Order Signed:
Initials: